

MEMORANDUM

July 7, 2011

To: File No. S7-18-08

From: Michael Kosoff
Office of Insurance Products
Division of Investment Management

Re: Security Ratings Release No. 33-9186

On July 6, 2011, Susan Nash, William Kotapish and Michael Kosoff of the Division of Investment Management had a telephone conference with Mary Thornton Payne and Stephen Roth of Sutherland. We discussed issues raised by the comment letter from Sutherland dated March 28, 2011, regarding the Commission's proposal to replace Form S-3 and F-3 eligibility requirements that rely on security ratings with alternative requirements.